



CODE OF BUSINESS CONDUCT



WE ARE GUIDED BY OUR CODE, AND
NOT BY PERSONAL MOTIVATIONS.



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QUESTIONS AND ANSWERS

What is this Code for?

This Code of Business Conduct ("CBC", "Code") brings together the most important policies and rules that apply to Viacom18 Media Pvt. Ltd. ("Viacom18", "the Company") and subsidiaries, its employees and the Board of Directors. This code aims to help us maintain a lawful, honest and ethical environment throughout the Company.

To whom do the rules and policies in this Code apply?

These apply to all employees/associates, including contractual employees and the Board of Directors of Viacom18 and its subsidiaries.

What is the basis for all of these policies?

While some of the policies in this Code are internal to Viacom18, but all Viacom18 employees and directors are expected to comply with all applicable government laws, rules and regulations, even if they are not specifically discussed in this Code.

What if I have questions about this Code?

After reading the policies as well as going through a training process, you may still have some questions. After all, many of the policies are based on complex laws and regulations. Each policy is important because even an unintentional breach could have serious consequences for the individuals involved and for Viacom18. Therefore, please feel free to ask any questions to the Compliance Team (as defined in the "Complaint Redressal Mechanism" section of this document). Please read the "Complaint Redressal Mechanism" section for more information.



What do I do upon receiving this Code?

Please read it carefully, making sure you understand every section. Once you have read the Code, please fill in the tear-away sheet and hand over the filled sheet with you sign off to the Company's Compliance Team within 10 days of receipt of this Code. In addition you need to :

1. Undergo the online self-learning module on the intranet & get certified by 30th April every year.
2. Make your Conflict of Interest (COI) disclosures under the 'Disclosures' tab on the intranet. Even if you have no COI disclosures, you must still confirm this negative disclosure on this page by 30th April every year.
3. Make your Insider Trading Disclosures (IT) under the 'Disclosures' tab on the intranet by 30th April every year. If the Insider Trading disclosures are applicable to you, only then this tab will be visible to you.

In case you have new information to disclose about conflict of interest or any other information which is relevant from a sign off point of view then you must promptly update your information by contacting the Compliance team.

What should I do if I become aware of a breach of any rule or policy in this statement?

It is your responsibility to report any breach of policy or rule/law/regulation of which you become aware. To do this, follow the steps in the "Complaint Redressal Mechanism" section of this Code.

Could reporting a breach of any rule or policy jeopardise my job?

Viacom18 policies are designed to protect anyone who, in good faith, reports a breach of this Code. Any attempt at retaliation would not only breach Viacom18's policy, but could also be against the law, and will be addressed accordingly.

Are the policies in this Code comprehensive?

This Code supersedes all prior versions of the Code by whatever name it existed. In addition to the policies in this Code, Viacom18 has other important policies in place that relate particularly to certain aspects of our business, such as detailed financial policies and procedures and employee-related ones as well. In some cases, Viacom18 also has more detailed policies and in those cases those rules may apply.

If you have any questions about these policies, or if you would like to see any of Viacom18's other policies, please consult your manager, a Compliance Team member or Human Resources representative.



COMPLIANCE WITH LAWS, RULES AND REGULATIONS

In addition to our compliance with local laws in the country in which we are based, there are other laws that may apply to Viacom18's operations inside and outside India, including the Foreign Corrupt Practices Act ("FCPA"). Although you are not expected to know the details of all the laws that govern Viacom18's business in every jurisdiction, you are expected to understand those applicable to your duties. You need to understand the regulatory environment in which Viacom18 operates well enough to know when to seek advice from your manager, Compliance Team or other appropriate personnel.

Viacom18's ethical standards are based on obeying both the letter and spirit of the law. Therefore, you must always conduct your business affairs with honesty, integrity and good judgment. When in doubt, ask before you act!





CONFLICT OF INTEREST

It is your primary responsibility to work in the best interest's of Viacom18. You must avoid all conflicts between what is in the best interests of Viacom18 and your own personal relationships or interests at all times.

Even the appearance of a conflict of interest can undermine our integrity-and yours-in the minds of your co-workers, our clients and suppliers, our viewers and the public. It is not possible to outline every conflict of interest you may encounter, but some common circumstances and guidelines are set forth below.

DEFINING "YOU" AND YOUR "FAMILY"

"You" includes you and your immediate family (defined as your spouse, domestic partner and children under the age of 18), as well as any person or entity you control or in which you have a substantial ownership interest. As to other relatives, the rules depend on your knowledge of the situation. For example, we don't expect you to necessarily know about all of the investments and business relationships of your grown brother or sister-but we do expect you not to intentionally shield yourself from such information. If you do know that your adult brother or sister owns a contracting company that provides Viacom18 with a service, you need to let us know. We may decide that it would be best if you were not the employee deciding whether to use that contractor.

Finally, nothing in this Code is intended to prohibit you or any family member from engaging in regular consumer transactions with Viacom18.

DISCLOSING AND ADDRESSING POTENTIAL CONFLICTS OF INTEREST

Viacom18 holds you to your responsibility to disclose, in writing to the Company's Compliance Team, any personal, business or other relationship that could potentially affect your business judgment. A potential conflict of interest, such as one or more of the situations discussed below, does not necessarily constitute a breach of Viacom18's policy. Our rigorous requirements for disclosure and review are in place to avoid and correct actual conflicts of interest, which are against Viacom18's policy. In some cases, disclosure of a potential conflict may be all that is required; in others, additional action may be required to prevent or remedy an actual or apparent conflict of interest.

PREVENTING ACTUAL CONFLICTS OF INTEREST

Viacom18 reviews all disclosed potential conflicts of interest to determine if there is a significant risk of affecting an employee's business judgment. If such a risk is found, Viacom18 will determine what additional actions the employee or Viacom18 must take.

Here is an example of how Viacom18's disclosure and review process works:

Suppose your spouse owns a business that supplies goods or services to Viacom18. You are required to disclose this potential conflict of interest. If you are not responsible for making decisions that directly affect the supplier, Viacom18's review will probably determine that no actual conflict of interest exists. If, on the other hand, you are responsible for purchasing decisions or are in a position to influence the purchasing decision that affect the supplier, Viacom18 will probably determine that the situation is an actual conflict of interest and will require an appropriate remedy.

Certain types of conduct present an obvious danger of affecting your business judgment and therefore are always prohibited. One example is soliciting or accepting money for your personal benefit from a supplier of your Company. Of course, any form of bribery or kick backs - whether for your personal benefit, or for the benefit of Viacom18 or any third party - is strictly prohibited, not only because it is a conflict of interest, but because it is illegal. You are required to follow all applicable laws, rules and regulations in carrying out your work. If you have an actual conflict of interest, you must promptly disclose it.

DISCLOSURE PROCEDURE

You must disclose any conflict of interest through the declaration forms which are available on your intranet page under the 'Governance' tab. Annual declarations are to be submitted by 30th April every year. You must also update and re-submit your disclosure any time in case your previous disclosures change.

SOME CONFLICTS OF INTEREST-ACTUAL AND POTENTIAL

The activities and interests listed here are some of the conflicts of interest, or potential conflicts of interest that should be disclosed for you and your family(as defined above).

This list is not exhaustive-please be judicious and exercise discretion even in those cases where Company policy allows you to accept gifts or other favours as detailed in this document. It is up to you to disclose any other personal, business or other interest that may interfere or even just appear to interfere with your business responsibility to Viacom18.



You must disclose any of the following activities. Following are some examples which will help you understand this better but are not exhaustive:

- Accepting fees, commissions or any other personal benefit for any reason including in personal capacity from any person or business involved in any transaction with Viacom18.
- Soliciting or accepting money for your personal benefit of any amount from a current or potential supplier, customer or competitor of the Company.
- Having a financial or management interest (as an employee or director) in enterprises belonging to customers, suppliers, competitors or any other enterprises that you know or could reasonably believe have a business relationship with Viacom18. However, you do not have to disclose a financial interest if it involves less than 1% of the shares of a publicly held company—unless such holding constitutes a significant portion of your net worth. If, for example, your child or wife owns 10% of the stock of a supplier to Viacom18, you must disclose that potential conflict.
- Accepting an offer to participate, through a special allocation of shares, or otherwise receiving terms or benefits not generally available to the public in an offering of securities belonging to, or underwritten by, any current or prospective supplier, customer or competitor of Viacom18. This also applies to any firm that provides or may provide investment banking, financial advisory, underwriting or other similar services to your Company, or any other entity with which Viacom18 has a business relationship.
- Except for normal banking transactions with financial institutions, borrowing from or lending money to anyone in a business relationship with your Company— including customers, suppliers or competitors (or fellow employees, other than in occasional nominal amounts).
- Engaging in business with, or acting as a customer or supplier of, your Company, other than in your ordinary role as an employee or public consumer. For example, you would have to disclose plans to submit a script or other creative work to your Company or one of its competitors. While this may be allowed in many circumstances, Viacom18 rules require that you disclose the submission in advance.
- Competing with your Company.
- Arranging or facilitating any business transaction between any of your relatives and the Company or between any of your relatives and any customer or supplier of the Company.
- Maintaining concurrent employment with your Company and any other organization or providing freelance services to other companies without obtaining prior approval from the Company.
- Facilitating a known conflict with one of our suppliers or customers or with a government official by, for example, making a payment to an individual when you know the funds should go to his or her employer or making a payment to the government official, when such payment is not permitted under applicable laws.

- Where members of your immediate family (defined as your spouse, domestic partner and children below the age of 18) or, to your knowledge, your adult children, parents or siblings are employed by a customer, supplier or competitor of Viacom18. If you have disclosed this type of potential conflict of interest, you should subsequently report any significant changes, such as moving into a new position, which allow you to influence or be influenced by your relative's employment.

For any clarifications w.r.t. accepting of offering Gifts & Business Entertainment, please refer to the Gifts & Business Entertainment Policy.

CORPORATE OPPORTUNITIES

As part of your relationship with Viacom18, it is your responsibility to help advance your Company's business interests. As part of this duty, you cannot take for yourself personally -or direct to a third party-a business opportunity that you discover through the use of Viacom18 property, information or your position with in your Company. The only exception is if Viacom18 has already been offered the opportunity, has turned it down and consents to your personal pursuit of the opportunity. More generally, you can not compete with Viacom18 or use your Company's property, information or your position for personal gain.



CONFIDENTIALITY, INSIDE INFORMATION AND FAIR DISCLOSURE

CONFIDENTIALITY

In carrying out Viacom18's business, you often learn confidential or proprietary information about the Company, its employees, customers, prospective customers, the Company's parent/group companies or other third parties. It is your responsibility to maintain the confidentiality of all the information entrusted to you—except when disclosure is authorized or legally required.

Confidential or proprietary information includes, among other things, any information concerning Viacom18, its businesses, its parent/group companies, its employees, financial performance, results or prospects that has not been published by Viacom18 or with the consent of Viacom18. It also encompasses any non-public information provided by a third party with the expectation that such information will be kept confidential and used solely for the business purpose for which it was conveyed. You must preserve confidential information even after your employment (or service as a director) ends.

As part of Viacom18's commitment to ensuring confidentiality, your Company does not allow the recording of any Viacom18 business using tape or video recorders, other electronic recording devices or any other non-manual or non-written means. Any exception to this rule requires express authorization from the Company's CEO.

Finally, you are discouraged from publicly discussing work-related matters, whether constituting confidential information or not, outside of appropriate work channels, including online in chat rooms, on websites or in "blogs." You should not post photos or videos for personal use on websites, including social networking sites or those featuring user-generated content. The disclosure of confidential or sensitive information, or making of other statements detrimental to Viacom18, or which reflect poorly on you as a representative of Viacom18, may result in disciplinary and/or legal action.

INSIDE INFORMATION

Because you work here, you may have information that is not available to the general public – “inside information”. Please ensure that any such information is not communicated externally. Be careful when speaking in public about Company business – (lifts, on mobile phones, in bars, etc). Only official spokespersons for the Company may speak to the press. Refer all media requests to the PR/Communications department.

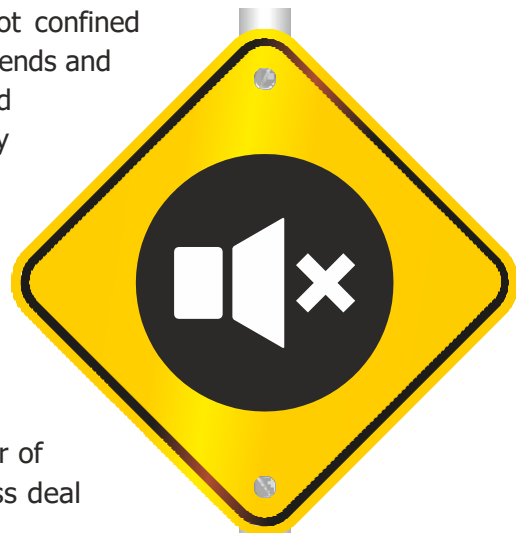
Employees and directors who have access to or otherwise possess material inside information concerning Viacom18 or of parent/group companies or companies with whom a business deal has been done or is being discussed may not use that information in buying or selling shares or other securities of Viacom18 or of parent/group companies or any such companies with whom a business deal has been done or is being discussed. This restriction would also apply to Viacom18 securities as and when it goes for a public offering of its shares and lists on a stock exchange. It is against Viacom18 policy-and the law-to communicate inside information to anyone (tipping) for use in purchasing or selling shares or other securities.

How do you determine whether information is “material” or “inside”?

It depends on all of the relevant facts and circumstances.

“Material information” is anything that a reasonable investor would consider important in determining whether to buy or sell securities. For example, such information may include-but is not confined to-earnings and financial results, internal advertising trends and analysis, budgets and planning documents, dividend declaration and dividend changes, changes in previously released earnings estimates, news about significant mergers, acquisitions, divestitures, dispositions, arrangements with distributors or other commercial transactions, major contracts, expansion plans, execution of new projects, proposals or agreements, major litigation, restructuring, significant product news and senior management developments and changes in policies, plans or operation of Viacom 18 or of its parent/group companies or with whom a business deal has been done or is being discussed.

“Inside information” is news that has not been effectively brought to the attention of the investing public. To avoid uncertainty, you should regard information as public only after Viacom18 has officially released it as such-through Viacom18’s public filings, wire services, press releases or other widely available media-and then only after a reasonable period of time has passed to enable the public to evaluate that information.



ADDITIONAL RESTRICTIONS ON TRADING COMPANY SECURITIES AND PRE-CLEARANCE REQUIREMENTS

Certain officers of Viacom18, its directors and certain other employees are, because of their position, subject to additional restrictions on trading in Viacom18 or in parent/group companies' securities. These restrictions will also apply to trading in Viacom18 securities as and when it goes for an IPO and lists on any stock exchange.

People in these categories are generally not permitted to buy or sell Viacom18 or parent/group companies' securities except during a "window period" following the release of the respective company's quarterly or year-end earnings and/or are required to pre-clear all trading with Viacom18's General Counsel in advance. If these additional trading restrictions apply to you, you will have received a detailed memorandum that explains the rules.

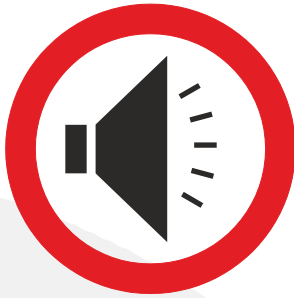
Even during a window period, no one is permitted to trade if he or she possesses material inside information.

FAIR DISCLOSURE

Viacom18 is subject to rules and regulations that restrict the selective disclosure of material information to securities analysts and other market professionals before making it available to the general public.

These rules and regulations require publicly traded companies to make public any material, non-public information (oral or written) that a company discloses to the financial community and to shareholders. Viacom18 may not communicate material non-public information selectively to analysts or shareholders. Public disclosure must be made prior to or contemporaneously with the communication of the information, for example, by filing the information on a report with the U. S. Securities and Exchange Commission or Securities and Exchange Board of India, Stock Exchanges where the securities of parent company is listed, distributing a press release or having conference calls to which the public has been provided advance notice and granted access. Only Viacom18's Chief Executive Officer, Chief Financial Officer, General Counsel and Head of Corporate Communications, have the authority to make disclosures of material information.

If Viacom18 discovers that it has made an unintentional non-public disclosure of material information, public disclosure must be made promptly. If you have a concern about disclosure, you should immediately contact the Viacom18 Corporate Communications Department or the Viacom18 Legal Department.



CORPORATE COMMUNICATIONS

Viacom18 interacts with media and given Viacom18's prominence, it is vitally important that you strictly observe the following procedures:

TALKING TO THE MEDIA

Unless you are an officially designated spokesperson of your Company, you may not comment or provide documents or information to members of the news media or post on the internet or otherwise publicly share information regarding matters pertaining to Viacom18's business, or any other internal matter. This applies to all media contacts, whether "on the record", "off the record", unattributed, anonymous or "background" information. Violation of this policy may result in disciplinary action.

ISSUING NEWS RELEASES

Issuing news releases or written statements about Viacom18's businesses is the exclusive responsibility of Viacom18's Corporate Communications department. All news announcements of material transactions, agreements, senior executive appointments, new ventures and other significant business developments must be released by or with prior approval of the Corporate Communications department.

INTERVIEWS, SPEECHES, PRESENTATIONS OR WRITINGS

Except in the performance of your duties and consistent with Viacom18's policies, you must obtain express authorization of your Company before giving any speeches, interviews or presentations concerning Viacom18 or preparing or assisting in the preparation of a writing or communication.

When speaking in public or at industry forums, be careful to distinguish your personal views from those of Viacom18. In any case, you may not make any comment that could reveal confidential information, or make any inappropriate or offensive remark that could be associated with Viacom18 in any way.

Presentations must not include financial information about Viacom18, unless such material is previously reviewed and approved by the Finance Department of Viacom18.

NON-DISPARAGEMENT

You may not criticise, ridicule or make any negative or derogatory statement concerning Viacom18 to any author, producer or similar person or entity or to any customer, client or supplier of Viacom18.

PHILANTHROPY

You must also clear in advance all business-related charitable contributions, including in-kind donations of Viacom18's resources, by the Compliance Team.

GOVERNMENT OR LEGAL COMMUNICATIONS

Employees must contact the Legal department of Viacom18 if they receive an inquiry, call or other correspondence (e.g., a subpoena) from any law enforcement or regulatory agency, or from an attorney purporting to represent a concerned party to such an inquiry or otherwise regarding alleged violations of law or policies by individuals associated with Viacom18.





FINANCIAL ACCOUNTING, AUTHORIZATIONS, PAYMENTS, RECORD KEEPING AND REPORTING

Accurate financial records are essential to the operation of the Company and its compliance with laws on accounting, taxation, filings, public disclosures and other important obligations.

All Viacom18 transactions must be accurately and fairly recorded to allow proper preparation of our financial statements and to ensure full accountability for all of Viacom18's assets, liabilities and activities. Furthermore, accounting and financial reporting practices should be fair and proper, in accordance with, as applicable, generally accepted accounting principles in India or International Accounting Standards (IAS). Appropriate records must be kept of all transactions and handled in accordance with the applicable data retention policies.

Wherever applicable as per law, each financial statement at the end of the quarter and year, must contain certifications from Viacom18's Chief Executive Officer and Chief Financial Officer attesting to the fair presentation of our financial information and the effectiveness of our disclosure controls and internal controls over financial reporting.

PROHIBITED FINANCIAL PRACTICES THAT SHOULD BE REPORTED

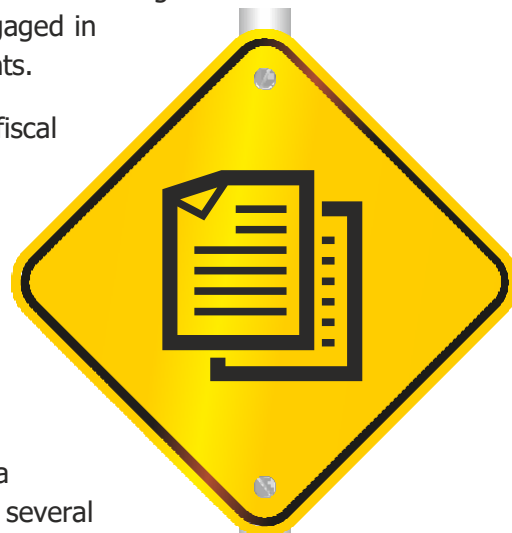
Below you will find a few examples of financial practices that are prohibited. If you are involved in any of these practices—or know they are occurring—you are obliged to report them immediately. This obligation extends to any breach or weakness of a control of which you may be aware.

- Approving or making any payment if you know that any part of that payment is to be used for any purpose other than that described by the supporting documents, or such approval exceeds your authority.
- Using Viacom18 assets, facilities or services for any improper purpose. You are personally responsible for all Viacom18 funds and other assets over which you have control.

- Fraud in preparing, evaluating, reviewing or auditing any financial statement, such as concealing or falsifying data given to the Finance department, internal or statutory auditors or in making false representations in the quarterly representation letter/certification process.
- Fraud in recording and maintaining Viacom18 financial records, such as intentionally recording sales or expenses in the wrong period, capitalizing items that should be expensed or recording personal expenses as business expenses. All financial transactions must be accurately and fairly recorded.
- Non-compliance with Viacom18's internal accounting policies, authorization matrix, and other policies and processes.
- Misrepresenting to a senior officer or to Viacom18's Finance team, internal or statutory auditors a matter contained in Viacom18's financial records, financial reports or audit reports.
- Hide or alter, in any manner, any balance or other confirmation received from any vendor, customer or financial institution.
- Non capture of invoices or claims against the Company.
- Deviating from full and fair reporting of Viacom18's operations results, financial conditions or cashflows.
- Improperly influencing, coercing, manipulating or misleading any independent public or certified accountant engaged in performing an audit of Viacom18's financial statements.
- Willfully failing to comply with local statutory or fiscal requirements.
- We expect you to refrain from any misleading or deceptive financial practice, whether listed above or not, and to report any such practices of which you become aware.

PROPER AUTHORIZATION/APPROVALS

Ensuring that proper authorization is obtained for a transaction is an essential business practice. There are several types of authorizations: (i) authority to approve a transaction, (ii) authority to sign a contract or other document that binds your Company and (iii) authority to execute a transaction (e.g., effect a bank payment or wire transfer). Typically, as a control matter, these authorizations involve different people for each step.



It is your responsibility to ensure that the appropriate approvals, signatories and execution procedures are followed in connection with any financial transaction in which you are involved and that you abide by your personal authorization limits. If you have any question about your Company's authorization requirements or limits, please contact your Company's Financial Controller or Legal Department. In case an authority is being delegated, it has to be in writing, for a specific period and to a specific person.

IMPROPER INFLUENCE OF AUDITORS, REVENUE OR TAX AGENTS, OR GOVERNMENTAL REGULATORY AGENTS

You may not, directly or indirectly, coerce, manipulate, mislead or influence any of Viacom18's auditors in any way when you know, should know or intend that your actions may make our financial statements misleading. For example, you may not influence an auditor to issue a report on Viacom18's financial statements that is not warranted under the circumstances; nor may you do anything to persuade an auditor from carrying out an audit, review or other procedure; prevent him or her from issuing a report or cause the withdrawal of any already issued report; or encourage an auditor to hold back from communicating matters to Viacom18's "Internal Committee".

Additional examples of prohibited conduct include: offering money or gifts unless customary and within the limits defined by the Company, financial incentives or future employment or contracts for non-audit services; providing inaccurate or misleading legal analysis or other information; threatening to cancel an auditor's existing engagements; seeking to have an audit partner removed from engagement with Viacom18; and resorting to blackmail or physical threats.



EQUAL OPPORTUNITIES

Viacom18 values a diverse workforce that reflects the rich diversity of our viewers and clients. Viacom18 is an equal opportunity employer and makes employment decisions on the basis of merit. Company policy prohibits unlawful discrimination based on race, color, creed, gender, religion, marital status, age, national origin or ancestry, physical or mental disability, medical condition including genetic characteristics, sexual orientation, or any other consideration made unlawful by Central, state, or local laws.

This commitment extends to every aspect of what we do, including compensation policy, promotions, benefits, transfers, training, education, terminations and social and recreational programs. We expect all managers, heads of departments and directors to share in this commitment personally as leaders by example in the way they practice and enforce the principles that guide our approach to equal opportunities throughout Viacom18.





HARASSMENT-FREE WORKPLACE ENVIRONMENT

The Company recognizes its obligation to provide a work environment free of unlawful harassment and intimidation, including sexual harassment and harassment based on race, color, religion, national origin, ethnicity, age, gender, gender expression, gender identity, disability, marital status, sexual orientation, veteran status or any other basis prescribed by law. We are committed to working together to maintain a diverse workplace free of discrimination. Harassment (both overt and subtle, whether in exchange for or environmentally hostile) is a form of employee misconduct that is demeaning to another person, undermines the integrity of the employment relationship, and is strictly prohibited.

When the conduct has the purpose or effect of unreasonably interfering with the individual's work performance or creating an intimidating, hostile or offensive working environment, it is qualified as harassment. Harassment may occur as a result of conduct by managers, directors or fellow employees. Under some circumstances, harassment can occur by the conduct of customers, suppliers, consultants, visitors and independent contractors. It could take place in the office or in other work-related settings, such as meetings, trips and social events. This prohibition against harassment applies with equal force to conduct in all such settings.

Harassment also includes a situation where submission to or rejection of the conduct by an individual is used as the basis for employment decisions affecting the individual (such as a promotion or a bonus).

The Company strictly prohibits any sort of retaliation against the Complainant or any witnesses. Any act of reprisal, including internal interference, coercion and restraint, by the alleged offender whether directly or indirectly, will result in appropriate action against the alleged offender by the Company.

The Company will make every reasonable effort to maintain the confidentiality of all parties involved in any proceedings under this Policy. Information will be disclosed only to those having a need to know in order to facilitate the resolution. Any disclosure of information, other than on a need-to-know basis as described above, will constitute a breach of confidentiality and will result in disciplinary action, up to and including termination.

Any Viacom18 employee who violates this policy will be subject to disciplinary action, up to and including termination of employment. In addition, employees found to have engaged in unlawful harassment may be held personally liable for such conduct. This policy covers all managers, employees, consultants, independent contractors, vendors, clients, and other partners with whom Viacom18 conducts business.

SEXUAL HARASSMENT

The Company follows the mandate of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the "Sexual Harassment Act") and has constituted a committee to deal with matters pertaining to sexual harassment. The company's sexual harassment committee, referred to as "Internal Committee" or "IC" consists of a Chairperson, an external woman member & other members. The details of the committee members are available on the intranet.

WHAT IS SEXUAL HARASSMENT?

Sexual harassment may exist where compensation or other employment benefits are conditioned on granting sexual favors. Sexual harassment may also consist of a pattern of unwelcome sexual advances or unwanted visual, verbal or physical conduct of a sexual nature.

To determine if your behavior could be unwelcome to another person, remember that "unwelcome" is decided by the recipient of the behavior, not the person doing the behavior. Therefore, it is the impact of behavior, not the intent of the person who did the behavior that determines if harassment has occurred.

However, please note that the normal exercise of supervisory and management responsibilities, including coaching, performance reviews, work evaluation and disciplinary action does not constitute sexual harassment.

Specifically, sexual harassment constitutes the following:

- Verbal conduct such as epithets, derogatory jokes or comments, slurs or unwanted sexual advances, invitations or comments, questions about a person's sexual practices, or gossiping about sexual relations, remarks about an individual's body, colour, physical characteristics, or appearance;
- Visual conduct such as derogatory and/or sexually-oriented posters, offensive or obscene photography, cartoons, drawings or gestures, display of sexually suggestive or lewd objects, unwelcome notes or letters or emails, and any other written or graphic material that denigrates or shows hostility or aversion toward an individual because of a particular characteristic, that is placed on walls, bulletin boards, or elsewhere on Viacom 18's premises or circulated in the workplace;

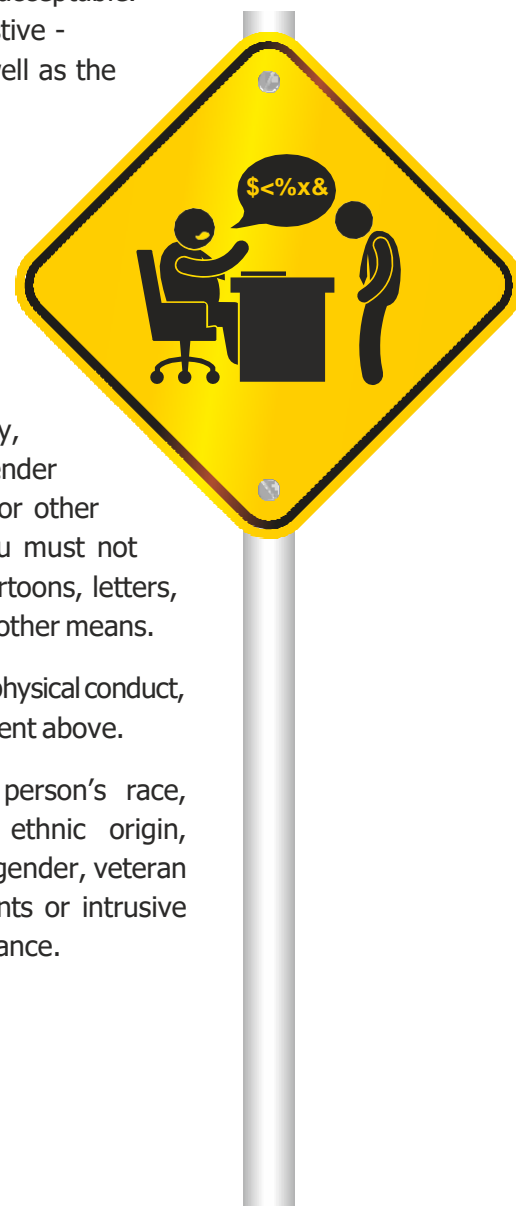
- Physical conduct such as physical interference with normal work, assault, unwanted touching, blocking normal movement or unwelcome physical contact, leering at a person's body, and threatening, intimidating or hostile acts that relate to a particular characteristic;
- Retaliation for having reported or threatened to report harassment, or for opposing unlawful harassment, or for participating in an investigation
- When submission to the conduct is made a term or condition of the individual's employment-either explicitly or implicitly.
- When submission to or rejection of the conduct by an individual is used as the basis for employment decisions affecting the individual (such as a promotion or a bonus).
- Asking for dates, or make sexual advances, when it is clear—or becomes clear—that the overture is unwelcome.
- Engage in any conduct of an overtly sexual nature, whether welcome or unwelcome.

OTHER FORMS OF HARASSMENT:

Viacom18 does not tolerate harassment in any form-based on race, religion, color, sexual orientation, nationality, ethnic origin, disability, age, gender, gender expression, gender identity, veteran status or marital status or any other basis proscribed by applicable law. Some behaviors are simply not acceptable. The following examples are illustrative but not exhaustive - Viacom18 expects everyone to observe the spirit as well as the letter of our policy for a work place free of harassment.

Therefore, you may not:

- Display objects, pictures, magazines, cartoons, screen-savers, e-mails, or posters, or play or otherwise transmit videos, CDs, DVDs, broadcasts or engage in any other conduct that likely to make people of a particular race, religion, color, sexual orientation, nationality, ethnic origin, disability, age, gender expression, gender identity, gender, veteran status or marital status or other protected class feel unwelcome. For example, you must not create or forward suggestive or offensive jokes, cartoons, letters, notes or invitations, whether by e-mail, voice mail or other means.
- Engage in inappropriate or threatening verbal, visual or physical conduct, such as those listed under what constitutes harassment above.
- Make inappropriate statements concerning a person's race, religion, color, sexual orientation, nationality, ethnic origin, disability, age, gender expression, gender identity, gender, veteran status or marital status, or inappropriate statements or intrusive questions or comments about an individual's appearance.



- Threaten or engage in retaliation after an unwanted overture or inappropriate conduct is rejected, or in response to the reporting of such conduct.

WHAT TO DO IF YOU HAVE A COMPLAINT

Viacom18 requires all employees to report immediately any incidents of discrimination, harassment or retaliation that they experience or observe regardless of the offender's identity or position. All claims of harassment will be promptly and thoroughly investigated.

Manner of reporting: Please refer to the Complaint Redressal Mechanism section.

MANAGER / SUBORDINATE RELATIONSHIPS

Viacom18 recognizes that consenting romantic or sexual relationships may develop between a manager and a subordinate. These relationships frequently lead to complications for the parties involved as well as others in the work place. That is why, if a consenting romantic or sexual relationship develops between a subordinate and someone senior to him or her, Viacom18 requires the more senior person to disclose this information to his or her supervisor and the Company's Human Resources Department.

Upon being informed or learning of such a relationship, Viacom18 will take appropriate steps to ensure that there are no issues of actual or apparent favoritism, conflict of interest or sexual harassment, and that the relationship has no negative impact on others in the work environment.



FOREIGN CORRUPT PRACTICES ACT AND MONEY LAUNDERING

All officers, directors, employees and agents must comply with the laws of the country in which they operate, the laws of India and Viacom18's policies governing business activities abroad.

Viacom18 is a joint venture between Viacom Inc. and Network18. Due to Viacom18 being a joint venture of a US company, it is also governed by USA's Foreign Corrupt Practices Act ("FCPA"). Our policies strictly prohibit bribes or other improper payments or gifts to foreign officials. For purposes of this policy, the term "foreign official" includes any officer or employee of a government or any department, agency, state owned enterprise, or other instrumentality thereof, or of a public international organization; any agent consultant or representative acting on behalf of such Government or organization; and foreign political parties, party officials, or candidates for political office.

These prohibitions extend to indirect payments made through agents or intermediaries and payments using personal funds. This policy reflects the requirements of applicable anti-corruption laws, including the FCPA. These laws prohibit any Viacom18 officer, director, employee or agent from, directly or indirectly, offering, paying, promising to pay, or authorizing any payment of money or anything of value to any foreign official outside of United States. A violation of these provisions can result in severe criminal penalties and/or civil liabilities.

Viacom18 personnel may pay reasonable and bona fide expenses, incurred for promotional activities involving foreign officials that are directly related to the promotion, demonstration or explanation of Viacom18's products or services, such as sponsorship of events, educational programs or other productions, or tours of its facilities.



Such expenses must have a direct relationship to Viacom18's operations, be consistent with Viacom18's regular course of dealings with private persons and entities, involve only reasonable expenses in accordance with local customs and the business interests being promoted, and must not obligate a foreign official in any manner. All such payments must be approved in advance (unless practically impossible) by your Company's Legal Department, your Company's General Counsel, or a Viacom18 Compliance Team member and must be reported to the Viacom18's Compliance Team. In addition, such payments must be accurately recorded, in detail, in Viacom18's books and records.

PREVENTION OF CORRUPTION ACT, 1988

In India, the Prevention of Corruption Act, 1988 ("Act") has been enacted to deal with corruption in India. This law is specifically applicable to corruption in the public sector and deals with corruption relating to public servants. Public servant has been defined under the Act as any person in the service or pay of the government or remunerated by the government by fees or commission for the performance of any public duty or any other person as defined under the Act.

Under the said Act, any public servant who accepts any form of gratification as a motive or reward for doing or forbearing to do any official act or for showing or forbearing to show, in the exercise of his official functions, favour or disfavour to any person or for rendering or attempting to render any service or disservice to any person is punishable under the Act. Further any person who accepts gratification with (illegal and corrupt) motive to influence a public servant or for exercise of personal influence with public servant is also punishable under the Act. Abetment of these offences is also an offence.



FAIR DEALING AND COMPETITION

Antitrust, competition and trade practice laws preserve a competitive economy and enable free enterprise to flourish. As a vigorous competitor committed to compliance with these laws in all jurisdictions, Viacom18 has thrived in this climate.

Viacom18 seeks to excel and outperform its competition honestly and fairly, relying on outstanding business performance, not illegal or unethical business practices.

Many nations have enacted competition laws. These laws make anti-competitive activities such as price fixing and allocation of markets, illegal. You should consult your Company's lawyers in advance whenever a question arises in this matter.

The provisions in this Code concerning antitrust, trade practices and competition are not intended to serve as a complete and definitive statement of every aspect of the antitrust or trade practice laws. Instead, these provisions are intended to acquaint you with those areas that involve antitrust risk so that you will be alert and better informed about when to seek legal advice.

Antitrust laws are complex in nature and breaching them can result in severe penalties, including criminal action against Viacom18 or any individual involved in a breach. That is why you should consult your Company's lawyers whenever a question arises concerning antitrust laws or any of the subjects discussed in this section.

RELATIONS WITH COMPETITORS

PRICE FIXING

It is Viacom18's policy to determine all of its prices independently in light of costs, market conditions and competitive factors. Any agreement or arrangement or understanding, written or unwritten, explicit or tacit, formal or informal, ("Agreement") between competitors or any entity engaged in the same/similar business as that of Viacom18 to fix, raise, peg, stabilize or even lower prices, or to eliminate or reduce price competition, is unlawful. Even an informal understanding or an unspoken mutual expectation that two competitors could achieve a common purpose might be found to constitute an illegal/ unlawful agreement. Therefore, you should never obtain a price list from a competitor or supply Viacom18 prices to a competitor. These rules apply to Viacom18 as a buyer of goods and services as well as a supplier

TRADE ASSOCIATIONS

Viacom18 belongs to many trade associations. These associations can serve a variety of appropriate purposes. Our participation in them may involve meetings with competitors. If you participate in trade association meetings or other activities on behalf of Viacom18, you must be very careful to avoid even the appearance of reaching or seeking an agreement or arrangement or understanding about prices, allocating customers or markets or refusing to deal with any party. Whether in official trade association meetings or in less formal discussions that may occur in conjunction with trade association activities, you should never share non-public price or market information.

Agreements or arrangement or understanding with competitors on standards, ratings, content or business practices such as piracy enforcement could also raise difficult questions under antitrust legislation, and should therefore be discussed with your Company's lawyers.

If, during a trade association meeting or any other gathering with competitors, you have any doubt about whether the conduct of the session is proper, you should announce your departure to ensure that it is noted, leave the discussion promptly and consult your Company's lawyers.

If you are interested in joining a trade association of which Viacom18 is not already a member, you must first obtain approval from the Legal Department of the Company.

RELATIONS WITH CUSTOMERS AND SUPPLIERS

SELECTING CUSTOMERS AND SUPPLIERS

As a general rule under competition law, your Company has the right to select its customers or suppliers unilaterally.

As long as your Company is acting alone, it may refuse to deal with or choose to terminate its relations with customers for legitimate business reasons. These can include a refusal to conform to reasonable standards of performance, misuse or misrepresentation of your Company's products, a poor credit rating and the like. Such action should be explainable and justifiable in terms of Viacom18's legitimate interests.

However, any understanding or arrangement or agreement with competitors, customers or other suppliers to refrain from doing business with a current or prospective competitor, customer or supplier - or any attempt to set the terms upon which Viacom18 will do business with them-is against Viacom18's policy and may be unlawful. Any instance of defrauding Viacom18 must be immediately reported.

Since any refusal to do business with an organization-whether initially or by termination of an existing relationship-often triggers the possibility of litigation, you should consult your Company's lawyers in advance.



LONG-TERM AGREEMENTS, EXCLUSIVE ARRANGEMENTS AND “MFNS”

Long-term agreements, including those with exclusivity provisions, can be efficient and pro-competitive arrangements. In order to minimize antitrust risk, you should consult your Company’s lawyers before entering into any such affiliation (unless it is a simple, short-term agreement on a previously approved form for the purchase or sale of goods or services) that differs in any material respect from one previously approved.

Other agreements that need advance review by your Company’s lawyers, include exclusive arrangements or agreements to provide a purchaser’s or licensor’s entire requirements for a product, to purchase or license your Company’s entire requirements from a single supplier or to supply your Company’s entire output in a region to a single customer or distributor.



PROPER USE OF VIACOM18 ASSETS, PRIVACY, DATA SECURITY AND INFORMATION PROTECTION

All employees and directors of Viacom18 are expected to protect their Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on profitability. Any suspected incident of fraud or theft must be reported immediately for investigation.

We expect you to use reasonable judgment and discretion when using Viacom18 assets, including systems, equipment, files, books, records, intellectual property, trademarks, show names/titles, etc. Viacom18 prohibits the use of its brands, titles, shows, etc. in a personal profile on a computer or for other, non-work uses absent express written permission from a Company lawyer.

All documents, data, recordings or other property, whether tangible or intangible, including all information stored in electronic form, obtained or prepared by or for you and utilized by you in the course of your employment with your Company remains the exclusive property of your Company and must remain in your Company's possession at the conclusion of your employment.

You may not transact any significant personal business on Viacom18 premises, on Viacom18 time or using Viacom18 equipment or personnel—whether on staff or otherwise. Viacom18 work facilities, property and supplies, including computer systems and the files maintained and used by such electronic systems (such as e-mail, IMs/texts, voicemail and computer files, regardless of password protection), telephones, photocopying facilities, post room, stationery, trademarks and logos are all Viacom18 property. They are provided to you to perform your duties for Viacom18, and cannot be used for improper purposes. If you leave Viacom18 either by request or termination, you must immediately return all Viacom18 property (including property issued for home use) to Viacom18.

We require that you follow the laws, regulations and guidelines of the local jurisdiction in which you are located especially section 43A of the Information Technology Act ("IT Act") and the Rules that have been framed under the IT Act to protect sensitive personal data and information.

In relation to sensitive personal data and information of an individual viz password; financial information such as Bank account or credit card or debit card or other payment instrument details; physical, physiological and mental health condition; sexual orientation; medical records and history; Biometric information, please refer to the Privacy Policy of Viacom18, as well as all applicable Viacom18 corporate policies and guidelines.

PRIVACY POLICY

Viacom18 is committed to respecting the privacy of every person who shares information with Viacom18 including but not limited to age, gender, name, birth date, occupation, bank name, bank account details, health related records, biometric information and any other data as disclosed by you to us ("Personal Information"). Your privacy is important to us and we strive to take reasonable care and protection of the information we receive from you.

The purpose of this Privacy Policy ("Policy"), as amended from time to time, is to give you an understanding on how we intend to collect and use the information you provide to us. The Policy may be subject to further changes.

By providing us your information, you hereby consent to the collection, disclosure, processing and transfer of such information for the purposes as disclosed in this Policy. You are providing the information out of your free will. You have the option not to provide us the data or Personal Information sought to be collected if you do not agree with this Policy.

Personal Information and its Usage

We may collect, disclose, process and transfer your Personal Information to:

- Enable the functioning of Viacom18's business;
- Process employee salaries and other payroll functions;
- Assist in human resources management, insurance, medical check-ups and other employment-related purposes;
- Provide our services and to engage in/carry out the activities that would enable and assist in providing our services;
- Transfer information about you if we are acquired by or merged with another company or when there is any other change of control
- Administer or otherwise carry out our obligations in relation to any agreement you have with us
- Respond to subpoenas, court orders, or legal process, or to establish or exercise our legal rights or defend against legal claims; and
- To investigate, prevent, or take action regarding illegal activities, suspected fraud, violations of the website or as otherwise required by law.



Authorization

You authorize us to exchange, transfer, share, part with all information (Personal Information and/or any information provided by you), across borders and from your country and jurisdiction to any other countries and jurisdictions across the world (including India), with affiliates / agents / third party service providers / partners / banks and financial institutions / credit bureaus and agencies for purposes specified under this Policy or to fulfill our obligations under a contract with you or as may be required by law.

Information placed on your computer

We may store some information such as 'cookies' on your computer. You can erase or choose to block these cookies from your computer. You can configure your computer's browser to alert you when we attempt to send you a cookie with an option to accept or refuse the cookie.

Security

The security of your Personal Information is important to us. We have adopted reasonable security practices and procedures to ensure that the Personal Information collected is secure. You agree that such measures are secured and adequate. We restrict access to your Personal Information to the Company's and its affiliates' employees, agents, third party service providers, partners, banks, financial institutions, credit bureaus, agencies and hospitals who need to know such Personal Information in relation to the purposes as specified under this Policy.

While we will endeavor to take all reasonable and appropriate steps to keep secure any information which we hold about you and prevent unauthorized access, you acknowledge that the internet is not 100% secure and that we cannot provide any absolute assurance regarding the security of your Personal Information. We will not be liable in any way in relation to any breach of security or unintended loss or disclosure of information caused by us in relation to your Personal Information.

Third Party Links

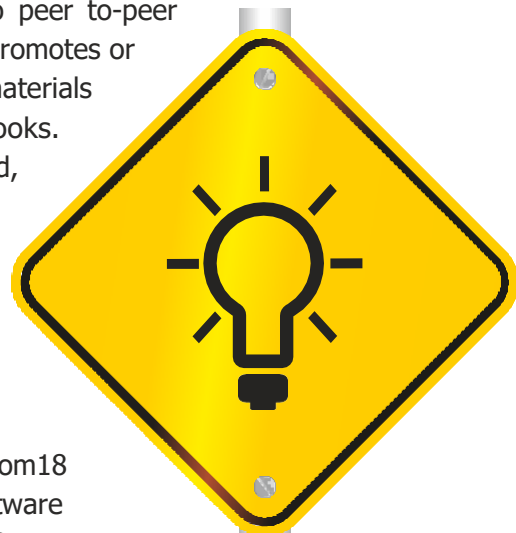
During your interactions with us, it may happen that we provide/include links and hyperlinks of third party websites. The listing of such third party external site does not imply endorsement of such site by us. We do not make any representations regarding the availability and performance of any of the external sites which could be provided. We are not responsible for the content, terms of use, privacy policies and practices of such third party websites / services.



RESPECT FOR INTELLECTUAL PROPERTY RIGHTS

As a company with very significant intellectual property assets that we vigorously protect, Viacom18 is highly respectful of the intellectual property rights of others. In particular, we expect you to follow all intellectual property laws of the country, and do not permit any use of Viacom18 assets to break any copyrights, including the illegal or unauthorized duplication or distribution of Viacom18's or its parent/group companies' materials. Because of the prevalence of unauthorized and unprotected copyrighted material, you may not use Viacom18 computers for access to peer to-peer sharing services sites or to access any other site that promotes or facilitates the unauthorized distribution of copyrighted materials such as music, film, television shows, videos and books. Similarly, you may not use Viacom18 systems to upload, download, stream, e-mail or otherwise distribute copyrighted songs, film, television shows, videos, books or other copyrighted materials, unless Viacom18 has the express right to do so and your actions are in accordance with those rights (not for your personal use).

You may not use unlicensed software on any Viacom18 system or hardware device, nor may you copy any software without authorization from your Company's Technology Department.





HEALTH, SAFETY AND THE ENVIRONMENT

The health and safety of our employees and directors and of the public are of utmost importance to Viacom18. Therefore, we place a strong emphasis on complying with all applicable health, safety and environmental laws and regulations. Accordingly, Viacom18 has developed and made available, through your Human Resources representatives, guidelines to promote health and safety.

In short, we expect you to use all equipment and facilities in an appropriate and safe way, and to make every effort to prevent environmental incidents. To ensure that all forms of waste are disposed appropriately and no pollution to the environment is caused we urge you to follow the guidelines as laid down in the Environmental Policy below. Viacom18, including its individual employees, directors and officers, may be liable for the costs of cleaning up pollution, as well as significant civil or criminal penalties resulting from violations of environmental regulations. So that we can respond promptly and effectively to any accidents or incidents that do occur despite our best efforts, you should report any concerns you have concerning environmental, health or safety matters to your manager or to a Compliance Team member.

Environmental Policy

Viacom18 is committed in environmental protection and that no harm shall be caused to Viacom18 or any of its employees. As a result, Viacom18 urges all its employees to act responsibly and dispose off any waste including electronic waste appropriately. Particularly in the case of electronic waste (including electrical and electronic equipments) there is a requirement under the E -Waste (Management and Handling) Rules, 2011 that such e-waste is disposed off appropriately in accordance with the said E-Waste Rules. When any employee of Viacom18 wants to discard such e-waste or any other waste that is likely to harm the environment, they may write to the IT Department to understand better how to carry out the disposal of such e-waste.



POLITICAL CONTRIBUTIONS AND PAYMENTS

POLITICAL CONTRIBUTIONS

Viacom18 policy prohibits the contribution of Viacom18 funds, assets, services or facilities to a political party or candidate.

None of these restrictions are intended to discourage or prohibit Viacom18 employees or directors from voluntarily making personal contributions or participating in other ways in the political process. However, this must be done on your own time and at your own expense. Viacom18 will not compensate or reimburse employees or directors for any political contribution.

No Viacom18 funds, assets, services or facilities of any kind may be contributed to any foreign official, political party official, candidate for office, governmental organization or charity—whether directly or through an intermediary—without advance approval from a Viacom18's General Counsel or Corporate Compliance Team.

PAYMENTS AND GIFTS

Under the Prevention of Corruption Act, 1988 any public servant who accepts any form of gratification as a motive or reward for doing or forbearing to do any official act or for showing or forbearing to show, in the exercise of his official functions, favour or disfavour to any person or for rendering or attempting to render any service or disservice to any person ("Motive") is punishable under the said Act. Further any person who accepts gratification with (illegal and corrupt) motive to influence a public servant or for exercise of personal influence with public servant is also punishable under the Act. Abetment of these offences is also an offence. Viacom18 places restrictions on its employees to do any act that would amount to such abetment. Therefore, Viacom18 places restrictions on its employees to give gifts or any other form of gratification ("gift") to public officials and, in some cases, to their spouses or children. A "gift" means anything of value that personally benefits an individual, such as meals, entertainment, tickets to sporting or theatrical events, golf, travel, lodging, and payment for services. An invite may be sent to government official, their spouses and children for any events hosted or sponsored by Viacom18 for promotion of business or event as is sent to other celebrities. A "public official" (or "public servant") is an elected or appointed official, or

or any other official or employee, of any foreign, central, state or local legislature, executive branch agency, or other government agency, commission, board, authority, public fund, or any other governmental or quasi-governmental entity appointed for the performance of any public duty.

GIFTS AND BUSINESS ENTERTAINMENT

GIFTS

A gift is anything of value and includes cash and non-cash items which are given or received through direct or indirect means.

As a general principle, giving, offering or receiving of gifts is not allowed. This should be especially kept in mind when a real or perceived attempt is being made to influence an action in exchange for the gift.

It is expected of us to follow the guidelines defined in the Gifts Policy and understand what are permissible gifts, exclusions and exceptions, and the process to be followed. Few key pointers are as follows:

- You may offer gifts up to a maximum limit as specified in the Gifts & Business Entertainment Policy only on customary occasions (festivals, birthdays, anniversary etc.) for the purpose of maintaining business courtesy and relationships, which should preferably be in the form of Viacom18's branded merchandise.
- You can accept edibles and books up to a reasonable limit, and promotional merchandise up to a certain perceived value as per the limit defined in the Gift and Entertainment policy on the intranet.
- You can accept passes or invites to events/shows etc., as long as travel/lodging expenses are not included, unless in case of a trade event/seminar/conference etc., where a prior approval of the Group CEO is obtained.
- If you cannot decline a gift, surrender it to the Central Pool maintained by the Compliance Officer. Please email the Compliance Officer coompliance@viacom18.com & seek an acknowledgement of the same.
- If any high value item like wines, alcohol, gold, crystal etc., cannot be declined, surrender the same to the Central Pool. Avoid accepting alcohol in the form of a gift.

Please refer to the detailed Gift & Business Entertainment Policy and follow the process as mandated in the policy.

It is unacceptable to:

To give or receive gifts when a real or perceived attempt is being made to:

- Influence an action in favour of the company or to gain an unfair competitive advantage by influencing the employee's discretionary powers.
- Encourage an employee to do anything that is prohibited by the law, regulation or the policies of the Company.
- Accepting any kind of gifts in the course of negotiations or tender (including contract amendments and dilution/waiver of Company rights).

BUSINESS ENTERTAINMENT

Business Entertainment includes but is not limited to meals, entertainment, alcohol, invitations to recreational events, hospitality, etc. provided the same is reasonable, and is for the purpose of attaining business objectives.

Business Entertainment should not exceed the per person monetary limit as specified in the Gifts & Business Entertainment Policy. The burden of proof to explain the reasonableness and attainment of business objectives lies on the employee incurring or receiving Business Entertainment. Few important pointers are as follows:

- Business Entertainment should not exceed the per person monetary limit defined in the Gifts & Business Entertainment Policy. To give an example, the current limit per person is Rs.1000 if the expense is incurred by an employee who is at or below the level of an Assistant Manager. Accordingly the upper cap for Business Entertainment expense is 4xRs.1000 if there are 4 people (including himself) who are being entertained. All payments & claims to be made by the senior-most employee in attendance.
- You can accept business related meals & refreshments such as during business meetings, immediately after or prior to the business.
- You can attend events/shows in relation to business, as long as travel or lodging expenses are not included. These expenses will be borne by VIACOM18 MEDIA PVT LTD. and the same will be incurred from such team's budgets. Do not accept Business Entertainment which is lavish or unreasonable.
- You can accept Business Entertainment in the nature of travel or lodging only if the event is in the nature of a trade event/seminar/conference, post an approval from the Group CEO.

It is expected of us to follow the guidelines defined in the Gift & Business Entertainment Policy and understand what are permissible business entertainments, exclusions and exceptions, and the process to be followed.

It is unacceptable to give or receive Business Entertainment, when a real or perceived attempt is being made to encourage an employee to do anything that is prohibited by the law, regulation or the policies of the Company.





BUSINESS CONDUCT AND ETHICS

PROHIBITED CONDUCT

The following conduct is prohibited and will not be tolerated by the Company. This list of prohibited conduct is illustrative only; other types of conduct that threaten security, personal safety, employee welfare and the Company's operations also may be prohibited.

- Recording the work time of another employee or allowing any other employee to record your work time, or falsifying information, either your own or another employee's;
- Theft and deliberate or careless damage or destruction of any Company property, or the property of any employee or customer;
- Removing or borrowing Company property without prior authorization;
- Failing to notify a supervisor when unable to report to work;
- Unreported absence of five consecutive scheduled workdays;
- Failing to provide a physician's certificate when requested or required to do so;
- Unauthorized use of Company equipment, time, materials, or facilities;
- Falsifying employment records, employment information, or other Company records;
- Committing a fraudulent act or a breach of trust under any circumstances;
- Committing of or involvement in any act of unlawful harassment of another individual.
- Provoking a fight or fighting during working hours or on Company property;
- Carrying firearms or any other dangerous weapons on Company premises at any time;
- Engaging in criminal conduct whether or not related to job performance;
- Causing, creating, or participating in a disruption of any kind during working hours on Company property;

- Insubordination, including but not limited to failure or refusal to obey the orders or instructions of a supervisor or member of management, or the use of abusive or threatening language toward a supervisor or member of management;
- Using abusive language at any time on Company premises; and
- Violating any safety, health, security or Company policy, rule, or procedure.

OFF-DUTY CONDUCT & OUTSIDE EMPLOYMENT/FREELANCING

While the Company does not seek to interfere with the off-duty and personal conduct of its employees, certain types of off-duty conduct may interfere with the Company's legitimate business interests. For this reason, employees are expected to conduct their personal affairs in a manner that does not adversely affect the Company's or their own integrity, reputation or credibility. Illegal or immoral off-duty conduct by an employee that adversely affects the Company's legitimate business interests or the employee's ability to perform his or her job will not be tolerated.

In consideration of your employment with the Company, you are expected to devote your full attention to the business interests of the Company. For this reason, second jobs are strongly discouraged. You are prohibited from engaging in any activity that interferes with your performance or responsibilities to the Company or is otherwise in conflict with or prejudicial to the Company. Our policies prohibit any employee from accepting simultaneous employment with a Company supplier, customer, developer or competitor, or from taking part in any activity that enhances or supports a competitor's position. Additionally, you must disclose to the Company any interest that you have that may conflict with the business of the Company. If you have any questions on this requirement, you should contact your supervisor or the Human Resources Representative or Compliance Team.

The following types of **additional employment** elsewhere are strictly prohibited:

- Additional employment that conflicts with an employee's work schedule, duties, and responsibilities at our Company
- Additional employment that creates a conflict of interest or is incompatible with the employee's position with our Company
- Additional employment that impairs or has a detrimental effect on the employee's work performance with our Company
- Additional employment that requires the employee to conduct work or related activities on the Company's property during the employer's working hours or using our Company's facilities and/or equipment; and
- Additional employment that directly or indirectly competes with the business or the interests of our Company

Employees who wish to engage in additional employment that may create a real or apparent conflict of interest must submit a written request to the Company explaining the details of the additional employment. If the additional employment is authorized, the Company assumes no responsibility for it. The Company shall not provide any compensation coverage or any other benefit for injuries occurring from or arising out of additional employment. Authorization to engage in additional employment can be revoked at any time.

DRUG AND ALCOHOL ABUSE

We are concerned about the use of alcohol, illegal drugs, and controlled substances as it affects the workplace. Use of these substances, whether on or off the job can detract from work performance, efficiency, safety, and health, and therefore seriously impair the employee's value to the Company. In addition, the use or possession of these substances on the job constitutes a potential danger to the welfare and safety of other employees and exposes the Company to the risks of property loss or damage, or injury to other persons. The following rules and standards of conduct apply to all employees either on Company property or during the workday. Behaviour that violates company policy includes:

- Possession or use of an illegal or controlled substance, or being under the influence of an illegal or controlled substance while on the job
- Distribution of such substances to other employees, vendors or customers of the Company
- Driving a Company vehicle while under the influence of alcohol, and
- Distribution, sale, or purchase of an illegal or controlled substance while on the job.

Violation of these rules and standards of conduct will not be tolerated. The Company also may bring the matter to the attention of appropriate law enforcement authorities.

In order to enforce this policy, Viacom18 reserves the right to conduct searches of Company property or employees and/or their personal property, and to implement other measures necessary to deter and detect abuse of this policy.

An employee's conviction on a charge of illegal sale or possession of any controlled substance while off Company property will not be tolerated because such conduct, even though off duty, reflects adversely on the Company. In addition, the Company must keep people who sell or possess controlled substances off the Company's premises in order to keep the controlled substances themselves off the premises. Any employee who is using prescription or over-the-counter drugs that may impair the employee's ability to safely perform the job, or affect the safety or wellbeing of others, just notify a supervisor of such use immediately before starting or resuming work.

We will encourage and reasonably accommodate employees with alcohol or drug dependencies to seek treatment and/or rehabilitation.





COMPLAINT REDRESSAL MECHANISM

1. Compliance team
2. Reporting & Redressal Mechanism
 - a. Whistleblowing Policy & Mechanism
 - b. Mechanism to report Sexual Harassment Complaints
3. Action to be taken for genuine and/or frivolous/malicious complaints



COMPLIANCE TEAM

The Compliance Team comprises Senior Management personnel of the Company. Currently the Compliance Team consists of the General Counsel, CFO and the Head of HR of Viacom18. They would be jointly and severally, responsible for adherence of this Code of Business Conduct.

The Compliance Officer who reports to the Compliance Team will be responsible to maintain a comprehensive list & detail of all complaints received and the manner in which each one of them was dealt with. Compliance Officer will support Compliance Team in the management and administration of this Code of Business Conduct.

REPORTING & REDRESSAL MECHANISM

As soon as you become aware that a contravention as per this policy has occurred you need to report it immediately through the Whistleblowing Mechanism as outlined below.

Please be careful while making an allegation. In case it turns out to be frivolous, appropriate action would be taken against you if it is found that you had malafide intentions.

A. WHISTLE BLOWING

(Please refer to the Whistle Blower Policy for further details)

Viacom18 believes in the conduct of the affairs of its employees / associates and business partners, in a fair and transparent manner, by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. Towards this end, we have adopted a "Whistle Blower Policy".

The policy lays down the mechanism and process that should govern the actions of the Company and its employee / associates, business associates, clients, vendors, ex-employees and third parties engaged by/with the company.

The policy is intended to cover serious concerns (actual or suspected), that may have an impact on Viacom18. Concerns/complaints include, but are not limited to, actions that:

- i. Are not in line with Company policies contained in the Code of Business Conduct or elsewhere as intimated.
- ii. Are unlawful / unethical
- iii. Amount to serious improper conduct
- iv. Affect the Company's image in any adverse manner

Key points to note are:

1. In order to maintain highest level of confidentiality, the Company has appointed an independent, 3rd party outsourced agency, Ethics Point Inc. (also called Navex) to operate the whistle blowing mechanism.
2. The Compliance Team will be the overarching decision making body to administer, manage, investigate & conclude complaints filed through this mechanism.

3. The whistleblower has the option & benefit of remaining anonymous while filing the complaint. Complete confidentiality is assured to the whistleblower. The whistleblowing mechanism is available to all stakeholders who have a business relationship with Viacom18 including employees, business partners, directors, advisors & vendors.

Applicability

This policy applies to all employees, the board of directors and associates of Viacom18 and its subsidiaries.

Any actual or potential misconduct by any of the employees/associates/directors of the Company, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company and will be dealt with, under this Policy.

Out of Scope

This mechanism should not be used for routine or operational matters like:

- Improper/inappropriate administration facilities
- Malfunctioning of IT assets (laptops, printers, etc.)
- Compensation related issues
- Payment and taxation related queries
- Recruitment/job openings
- Questioning the financial or other business decisions taken by the management
- Sexual harassment complaints (For these you must write to icc@viacom18.com or sonalmattoo@helpinghands.org.in)

Reporting channels

Any person, who wishes to report a concern, may use any of the following channels:

- i. Toll free Hotline (Dial 117 at the prompt dial-855- 234 -8393 or dial #998 from your office landlines @ the Mumbai/Delhi office)
 - This is 24/365 toll free number on which the person may call and report his concerns
 - The language option is English.
- ii. Website :
 - Agency appointed by the company has a dedicated webpage for Viacom18
 - For Employees: www.viacom18-employees.ethicspoint.com
 - For Others: www.viacom18-businesspartners.ethicspoint.com
 - A person, who wants to report a concern, may go to the link as mentioned above and submit it

Guidance to reporting

Few points which should be kept in mind before or while reporting a concern:

- i. Concerns reported should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent
- ii. The person reporting should not investigate or attempt to investigate the matter on his/her own. Company has formed various committees to take appropriate action against the complaints received
- iii. The person reporting does not have the right to participate in any investigative activities unless requested by the Committee members and subject to disclosure of his / her identity.
- iv. In case of reporting on website, whistleblower has to select a category to which the complaint belongs. A whistleblower may, based on his judgment, select the category which best fits the complaint.

The whistleblower will be given a report key & password on registering the complaint which must be used to log on to the Ethics Point website to check for any further information requirements from the Compliance Team

Responsibility of employee / associate being investigated

The employee/associate under investigation:

- May or may not be informed of the allegations or investigation being carried out, depending on the sensitivity and seriousness of the issue
- Has duty to co-operate with Compliance Team/nominated sub-committee members during the course of investigation
- Will not withhold, destroy, delete or tamper evidence, in any form
- Will not threaten or intimidate the reporter or witnesses or interfere in the investigation
- Will be given an opportunity to respond to material findings contained in the investigation report unless there are compelling reasons not to do so

Confidentiality

- All complaints received will be kept confidential and will be shared strictly on a 'need to know' basis.
- The whistleblower, the defendant (employee/associate), the Compliance Team/nominated sub-committee, the investigation team and everyone involved in the process shall:
 - i. Maintain complete confidentiality of the matter
 - ii. Discuss only to the extent or with the persons required for the purpose of completing the process and investigations

- iii. Not keep the documents/evidences pertaining to the investigation unattended anywhere at anytime
- iv. Keep electronic mails/files under password
- Whistleblower's identity will be disclosed only in the following circumstances:
 - i. The person agrees to be identified
 - ii. Identification is necessary to allow Viacom18 or law enforcement officials to investigate or respond effectively
 - iii. Identification is required by law

Protection of whistleblowers

- If a person raises a concern under this Policy, he or she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance
- He/she will not be at the risk of losing her/his job or suffer loss in any other manner like transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the whistleblowers right to continue to perform his/her duties/functions including making further protected disclosure, as a result of reporting under this Policy
- The protection is available provided that:
 - i. The communication/disclosure is made in good faith;
 - ii. He/she reasonably believes that information, and any allegations contained in it, are substantially true; and
 - iii. He/she is not acting for personal gain

False complaints

- Making frivolous or bogus complaints through whistleblower channels is strictly prohibited and not acceptable by the Company
- A person making complaints with wrong intentions and subsequently found to be false, will be subject to strict disciplinary actions
- It may also lead to suspension or termination of services or employment contract

Please refer to the Whistleblower Policy & FAQ's for further details on the policy & process.

Redressal mechanism – for Whistleblowing complaints

Once a complaint is made by any individual through the Whistleblowing Mechanism, it would be evaluated by the Compliance Team members.

The affected employee/s would be given a fair chance to put forth their point of view and prove innocence.

If required, the Compliance Team can seek legal and outside counsel/expert assistance in gathering necessary information and evidence.

B. REPORTING SEXUAL HARASSMENT COMPLAINTS

Sexual harassment cases will be dealt with in the manner prescribed under the Sexual Harassment Act. Any aggrieved employee can make a complaint of sexual harassment at the workplace, in writing, to the IC (icc@viacom18.com) or by contacting any of the members of the IC, within a period of 3 months from the date of the alleged incident of sexual harassment, and in case of a series of incidents, within a period of 3 months from the last alleged incident of sexual harassment.

The members of the IC and their contact details are available on the intranet.

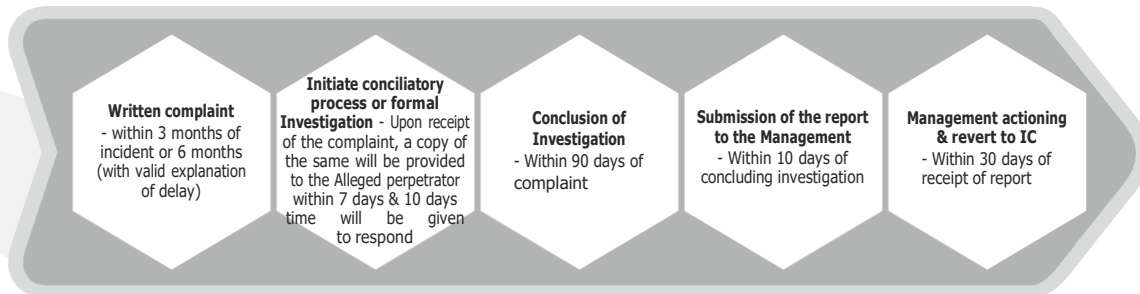
Where the aggrieved employee is not comfortable with making a complaint in writing, he/she may approach any member of the IC, who will render all reasonable assistance to the aggrieved employee for making the complaint. The complaint should include details of the incident or incidents, names of the individuals involved and names of any witnesses. All such complaints will be investigated thoroughly by the IC in the manner prescribed under the Sexual Harassment Act.

Complaint Redressal mechanism in case of Sexual Harassment

All such complaints will be investigated thoroughly by the "Internal Committee" (IC) in the manner prescribed under the Act.

Upon receiving a complaint, the IC may take steps to settle the matter between the parties through conciliation, if requested by the complainant. In case conciliation is not possible or where it does not work out, the IC will investigate the complaint in the manner prescribed under the Act, for which purpose it will meet as soon as is practicable, upon receiving the complaint. The committee shall have the powers to call any person and record their statements and make such investigation as may be necessary to decide as to the truth or falsity of the complaint. In the event there is a prima-facie case against the complainant, the committee may investigate the allegations and charges through the mechanism of a departmental enquiry, which shall be conducted in accordance with the principles of natural justice and in accordance with the provisions of the Act. In such a situation, the report of the committee shall be deemed to be the enquiry report under the disciplinary rules applicable to the employees. In the event the committee comes to a conclusion that the complaint is true, it shall advise the CEO in writing on initiating disciplinary action. Thereafter, it shall be for the CEO to initiate disciplinary action and impose necessary punishment that may include the termination of services, depending on the gravity of the misconduct. However, if the committee receives a complaint which upon investigations is found to be false, appropriate disciplinary action and punishment may be imposed against the employee making the false complaint.

Process Milestones:



Action to be taken for genuine and/or frivolous/malicious complaints

All proven misconducts would result in appropriate action against the errant which may include termination from the services of the Company.

Making frivolous or bogus complaints is strictly prohibited and not acceptable by the Company. A person making complaints with wrong intentions and subsequently found to be false, will be subject to strict disciplinary actions.

In the event if it involves grave acts requiring criminal action, the Company, upon the advice of the legal counsel, would pursue legal option including but not limited to the police and relevant court of law.



ADHERENCE & SIGN-OFF

1. Training
2. What next?
3. Dos and Don'ts
4. Sign-off

TRAINING

The Compliance Team is responsible to ensure adequate training is imparted to all the employees at regular intervals. The Compliance Team can seek services of external experts wherever needed.

Regular interactive sessions would be held at quarterly intervals involving new employees. These sessions can also be attended by existing employees and would be conducted by representatives of the Compliance Team.

WHAT NEXT?

Online Training Module & Self Certification

Every year all employees will need to go through an online self-learning module to refresh the knowledge of the Code of Business Conduct and get certified on the same. Please undergo the Online Self Learning Module available on your intranet under the Governance page. Attempt the test at the end of the module & secure at least 75% to get certified. Both these steps are mandatory for all employees & are to be completed within 30 days of launch.

Every employee needs to get mandatorily certified annually by 30th of April each year to ensure Compliance. Please refer to the Governance section for more details.

DOS AND DON'TS

- Do report ALL contraventions of the Code to the appropriate authority.
- Do NOT make frivolous/malicious allegations against a colleague to settle personal scores.
- As far as possible try and gather specific information relating to the alleged fraud/misdemeanor before reporting.
- Do not heed to your intuition or/and rumors. Only report instances where you have specific information. General/false allegations will be counter-productive and you could be implicated.
- When in doubt check with either your supervisor, HR or legal department before taking a step.



SIGN-OFF

Please sign-off on the Employee Declaration form enclosed with this book and hand over to your respective HR department coordinator who in-turn will pass these on to the Compliance Team.

IN CLOSING

Viacom18 expects you to observe not only the letter but also the spirit of its policies. You may not try to accomplish indirectly what the policies specifically prohibit. For example, you must not evade the policies by using personal funds or resources, rather than Viacom18's assets, or by having family members or agents undertake matters on your behalf, if the policies prevent you from engaging in such conduct yourself. Similarly, you can not encourage, participate or assist in conduct that breaches these policies.

Viacom18 appreciates your hard work and dedication. You play an essential role in keeping Viacom18 a responsible member of the corporate community and an ethical and safe place to work.

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.



Viacom 18 Media Pvt. Ltd. (A Viacom and Network18 Joint Venture)

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